

Marianne T. O'Toole
Proposed Chapter 11 Trustee
Marianne T. O'Toole, LLC
22 Valley Road
Katonah, New York 10536
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11
Case No. 09-11189 (ALG)

Morning Star Restaurant Group, LLC,

Debtor.

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DECLARATION OF DISINTERESTEDNESS OF MARIANNE T. O'TOOLE

MARIANNE T. O'TOOLE, pursuant to 28 U.S.C. § 1746 and under penalty of perjury, states and represents as follows:

1. I maintain an office at 22 Valley Road, Katonah, New York 10536.

I submit this declaration in connection with my proposed appointment as Chapter 11 trustee in Morning Star Restaurant Group, LLC (the "Debtor").

2. I have reviewed Debtor's Chapter 11 petition, as amended, schedules, statement of financial affairs, list of creditors holding 20 largest unsecured claims, the docket sheet and select pleadings including the motion to convert, the opposition, and the Declaration of Todd E. Duffy, Esq. in Response.

3. To the best of my knowledge, information and belief, with respect to the above captioned case, I do not have any connection with the Debtor, the Debtor's scheduled creditors, the Debtor's scheduled equity security holders or the attorneys for the Debtor; I am not nor was I a member, officer or employee of the Debtor; and I do not have an interest materially adverse to

the interests of the Debtor's estate or any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor. I do not have any connection with the United States Trustee or any employees of the United States Trustee, other than being a member of the panel of private chapter 7 trustees in the Southern District of New York, White Plains and Poughkeepsie Divisions. I believe that I am a "disinterested person" pursuant to and within the meaning of the United States Bankruptcy Code, 11 U.S.C. 101(14).

Background and Qualifications

4. By way of background, I am a lawyer with over 20 years of experience in the New York metropolitan area.

5. Since June of 2006, I have served as a Chapter 7 Panel Trustee in White Plains, New York and also currently serve on the Chapter 7 Panel in Poughkeepsie, New York. I have handled thousands of Chapter 7 cases, including the administration of limited operation Chapter 7's pursuant to 11 U.S.C. 721, and several Chapter 7 estates with recoveries in excess of a million dollars. In the past 5 years, I have served as a Chapter 11 Trustee in the SDNY, WDNY (Buffalo) and in the Northern District of Georgia. See Successor Borrower Services LLC, 09-13505 (WDNY)(Buffalo) (commercial real estate loan defeasance operation); In re Access Medical Group, P.C., 08-23175 (Bankr. SDNY) (operating 4 office medical oncology practice); In re H. Lieblich & Co., Inc., 05-23803 (Bankr. SDNY) (commercial mechanical and boiler company); In re American Film Technologies, Inc. 06-10050 (SDNY); and In re Levi J. Gilliam, 07-70018 (N.D. Ga).

7. I have been appointed as a fiduciary in non-Trustee matters as well. I have served as a Special Master in Multi District Litigation, In re High Pressure Laminates Antitrust

Litigation, 00 MD -1368 (SDNY), as well as a guardian ad litem in a shareholder derivative suit. See Gillette v. Endervelt, 07 Civ. 4697 (SDNY)(CLB). I am currently serving as a Plan Administrator in In re IBP Corp., 08-11181 (SDNY)(Gonzalez, Chief Judge) and a post confirmation Distribution Agent in In re AGT Wind Down Acquisitions, LLC, 09-12889 (SDNY)(REG) (SDNY) and In re Trinsum Group, Inc. et al., 08-12547 (AJG).

6. Prior to starting my own firm, I served as an Assistant United States Attorney for more than nine years, including 2 years as the Chief of Tax and Bankruptcy for the United States Attorney's Office for the Southern District of New York between 2000 and 2002. Prior to joining the United States Attorney's Office, I was a law clerk to the Honorable Charles L. Brieant, then Chief Judge for the United States District Court for the Southern District of New York and an associate at Chadbourne & Parke.

I declare under penalty of perjury that the foregoing is true and correct.

/s/
Marianne T. O'Toole

Executed on this 3rd
day of May, 2011